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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' FIFTY-NINTH OMNIBUS
OBJECTION TO CLAIMS
(NO LIABILITY CLAIMS)**

**Response Deadline:
February 23, 2021, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: March 9, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC ("**APS**"). APS was previously retained to
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and
7 Electric Company, as debtors and reorganized debtors (collectively, the "**Debtors**," or, as reorganized
8 pursuant to the Plan, the "**Reorganized Debtors**") in the above-captioned chapter 11 cases (the
9 "**Chapter 11 Cases**"). I submit this Declaration in support of the *Reorganized Debtors' Fifty-Ninth*
10 *Omnibus Objection to Claims (No Liability Claims)* (the "**Omnibus Objection**"),¹ filed
11 contemporaneously herewith

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners' assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors' day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
21 discussions with the Reorganized Debtors' personnel, the Reorganized Debtors' various other advisors
22 and counsel, and my review of relevant documents and information prepared by the Reorganized
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
4 of filed claims based on those schedules and books and records. AlixPartners has developed and
5 maintains a claims reconciliation database and various data management applications that are used by
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
9 resolve disputed claims, including by formal objections as necessary.

10 4. As part of the claims review and reconciliation process described above, the AlixPartners
11 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
12 of filed Proofs of Claim for which the Reorganized Debtors are not liable. If not disallowed and/or
13 expunged, these Proofs of Claim potentially could allow the applicable claimants to receive recoveries
14 to which they are not entitled.

15 5. The Omnibus Objection is directed to some of those Proofs of Claim—those specifically
16 identified in Exhibit 1 to the Omnibus Objection, in the column headed "Claims To Be Disallowed
17 and/or Expunged," and referred to in the Omnibus Objection as "No Liability Claims." Exhibit 1 to the
18 Omnibus Objection was prepared by the AlixPartners team under my overall supervision, and I am
19 familiar with both documents, their contents, and the process under which they were prepared.

20 6. The No Liability Claims are either:

- 21 a. "Equity Interest Claims." These are Claims that are based purely upon the Claimant's
22 holding of the Debtors' common stock, which interests remain outstanding subject to
23 dilution in accordance with the Plan, and are not otherwise entitled to a distribution
24 or right to payment under the Plan; or
- 25 b. "Protective Claims." These are proofs of claim that assert protective, unliquidated
26 claims potentially owing post-petition. The Reorganized Debtors have reviewed their
27 books and records and have determined that they have no known liability as of the
28 Petition Date with respect to the Protective Claims. Approval of the relief requested

1 herein will not prejudice the holders of any of the Protective Claims because (a) the
2 Claimants retain all non-bankruptcy remedies that would have existed had these
3 Chapter 11 Cases not been filed and (b) the Debtors commit that they will not raise
4 any bankruptcy defenses to future assertion of claims based on the alleged post-
5 petition failure of the Reorganized Debtors to perform or honor their obligations
6 relating to such claims.

7 c. “No Liability Subcontractor Claims,” all of which arise from Proofs of Claim asserted
8 against the Debtors for amounts incurred by subcontractors indirectly retained by the
9 Debtors. After reviewing their books and records and the information submitted with
10 the Proofs of Claim, the Reorganized Debtors have determined that each of the
11 Subcontractor Claims is attributable to the relevant general contractor on each project.
12 The Reorganized Debtors determined this either from the face of the Proof of Claim
13 listing the general contractor or by follow-up correspondence with the Claimant. In
14 all cases, the Reorganized Debtors took the additional step of confirming that if the
15 general contractor had filed a Claim, it had already been satisfied, such that any
16 payment on account of the No Liability Subcontractor Claims would be duplicative.
17 The Reorganized Debtors thus do not have any direct liability for the No Liability
18 Subcontractor Claims.

19 d. “Untimely No Liability Claims.” These Proofs of Claims provide no supporting
20 documentation to enable the Reorganized Debtors to understand the purported basis
21 for liability and, after reviewing their books and records, the Reorganized Debtors are
22 unable to determine any liability or basis for the asserted Claims. In addition, as
23 indicated by the dates identified in the column headed “Date Filed” on **Exhibit 1**,
24 each of the Untimely No Liability Claims was filed well after the General Bar Date
25 (with no applicable exception under the Bar Date Order that may render such Claim
26 timely) and none of the Claimants have sought or obtained relief from the Court
27 pursuant to Rule 9006 of the Bankruptcy Rules to file a late Proof of Claim.
28 Accordingly, in addition to the Debtors not being liable for the amounts sought, the

Untimely No Liability Claims should be disallowed and/or expunged as untimely as well.

7. Based on AlixPartners' review of the Reorganized Debtors' books and records and my team's consultations with the Reorganized Debtors' personnel, each of the No Liability Claims identified on **Exhibit 1** represents a Proof of Claim for which the Reorganized Debtors do not have any liability.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this twenty-eighth day of January, 2021, in Dallas, Texas.

/s/ Robb McWilliams
Robb McWilliams